

**EXHIBIT A**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**

<b><u>Names and Addresses of the</u></b> <b><u>Purchasers</u></b>	<b><u>Investment Amount</u></b>	<b><u>Shares &amp; Warrants Purchased</u></b>
<b>Vision Opportunity Master Fund, Ltd.</b> c/o Vision Opportunity Capital Management, LLC 20 West 55 <sup>th</sup> Street New York, New York 10019  Attn: Antti Uusiheimala	\$3,500,000.00	3,500,000 Shares Series A Convertible Preferred Stock (7,000,000 Conversion Shares)  Series A Warrants: 3,500,000 Series B Warrants: 3,500,000 Series C Warrants: 3,500,000 Series J Warrants: 5,000,000 Series D Warrants: 2,500,000 Series E Warrants: 2,500,000 Series F Warrants: 2,500,000

**EXHIBIT B**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
**FORM OF CERTIFICATE OF DESIGNATION**

**EXHIBIT C-1**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
**FORM OF SERIES A WARRANT**

**EXHIBIT C-2**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
**FORM OF SERIES B WARRANT**

**EXHIBIT C-3**  
to the  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR  
MARKETING WORLDWIDE CORPORATION**  
**FORM OF SERIES C WARRANT**

**EXHIBIT C-4**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
**FORM OF SERIES J WARRANT**

**EXHIBIT C-5**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
**FORM OF SERIES D WARRANT**

**EXHIBIT C-6**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
  
**FORM OF SERIES E WARRANT**



**EXHIBIT C-7**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
**FORM OF SERIES F WARRANT**

**EXHIBIT D**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
**FORM OF REGISTRATION RIGHTS AGREEMENT**

**EXHIBIT E**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
  
**FORM OF LOCK -UP AGREEMENT**

**EXHIBIT F**  
**to the**  
**SERIES A CONVERTIBLE PREFERRED STOCK PURCHASE AGREEMENT FOR**  
**MARKETING WORLDWIDE CORPORATION**  
  
**FORM OF ESCROW AGREEMENT**